

EXHIBIT “A”

Contact Persons

Contact Persons

- a. Issues relating to processing application:

Newton M. Galloway
Dean R. Fuchs
Newton M. Galloway & Associates
100 South Hill Street
Suite 400 - First Union Tower
Griffin, Georgia 30224

Telephone No.: (770) 233-6230
Facsimile No.: (770) 233-6231

- b. Issues relating to consumer complaints, customer complaint resolution, technical and service quality issues, "tariff" and pricing issues, 9-1-1 issues and security/law enforcement:

Robert Smith
Global Telelink Services, Inc.
6600 Peachtree-Dunwoody Road
600 Embassy Row - Suite 480
Atlanta, Georgia 30328

Telephone No.: (770) 933-0022
Facsimile No.: (678) 731-0053
Customer Service No.: 1-877-GTS (487) 3243

EXHIBIT “B”

Articles of Incorporation

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 000981076
CONTROL NUMBER : K836041
DATE INC/AUTH/FILED: 10/01/1998
JURISDICTION : GEORGIA
PRINT DATE : 04/07/2000
FORM NUMBER : 215

NEWTON M. GALLOWAY & ASSOCIATES
AMIE FULLER
100 SOUTH HILL ST STE 400
GRIFFIN, GA 30224

CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

GLOBAL TELELINK SERVICES, INC.
A DOMESTIC PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



Cathy Cox
Secretary of State

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

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Cathy Cox
Secretary of State

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1534

CONTROL NUMBER: 9036041
EFFECTIVE DATE: 10/01/1990
COUNTY : BTLJ
REFERENCE : 0043
PRINT DATE : 10/01/1990
PAGE NUMBER : 311

WENDELL L. BOWDEN
P. O. BOX 1606
MACON, GA 312021606

CERTIFICATE OF INCORPORATION

I, Lewis A. Massey, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

GLOBAL TELEPHONE SERVICES, INC.
A DOMESTIC PRIVATE CORPORATION

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Lewis A. Massey

ARTICLES OF INCORPORATION
OF
GLOBAL TELELINK SERVICES, INC.

1.

The name of the corporation shall be GLOBAL TELELINK SERVICES, INC.

2.

The purpose of the corporation shall be to engage in the business of providing long-distance networking services for wholesale and retail telephone calls, processing domestic and international phone calls over the internet, providing a locator system using a global positioning system, and providing meter reading services.

3.

The corporation is hereby authorized to issue 10,000,000 shares with \$1.00 per value.

4.

The registered agent of the corporation will be C. BROWN EDWARDS, JR., 243 Third Street, Macon, Georgia 31201, and the registered office of the corporation will be at the same address.

5.

The incorporator is Wendell L. Bowden, address P. O. Box 1606, Macon, Georgia 31202-1606.

6.

The mailing address of the initial principal office of the corporation will be P. O. Box 30137, Emerson, Georgia 30137.

GLOBAL TELELINK SERVICES, INC.

BY: 

WENDELL L. BOWDEN, Incorporator

DEC (4)

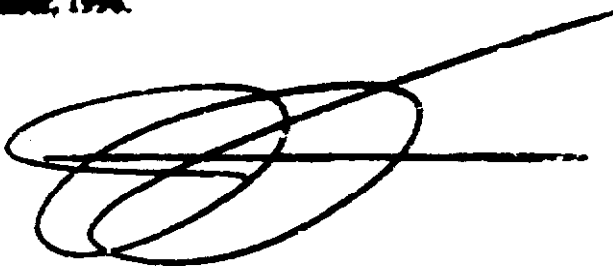
AUTHORIZATION

Re: Name Reservation - 902500277

GLOBAL TELELINK SERVICES, INC.

I, **JOE JAMES** hereby authorize **WENDELL L. BOWDEN** of P. O. BOX 1004, Macon, Georgia, as attorney for Global Telelink Services, Inc. to sign as organizer and use the name Global Telelink Services, Inc. for the incorporation of said company.

This 23 day of September, 1990.



SEP 23 1990
BSR (4)



OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
316 West Tower 2 Maple Leafway, S.W. Tower
Atlanta, Georgia 30334-1200
(404) 466-8817

DAVID C. COE
Assistant Secretary of State -
Corporations

LEWIS A. MAREY
Secretary of State

TRANSMITTAL INFORMATION
NEW GEORGIA PROFIT OR NONPROFIT CORPORATIONS

WARREN H. BART
Director

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM.

| | | |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|
| 1. | 982580277 | 12/14/1998 |
| | Corporate Name Reservation Number | Reservation Expiration Date |
| | GLOBAL TELELINK SERVICES, INC. | |
| | Corporate Name | |
| 2. | WENDELL L. BOWDEN | (912) 749-1700 |
| | Applicant/Attorney | Telephone Number |
| | P. O. Box 1606 | |
| | Address | |
| | Macon | GA |
| | City | State |
| | | Zip Code |
| | | 31202-1606 |
| 3. | NOTICE: THIS FORM DOES NOT REPLACE THE ARTICLES OF INCORPORATION. MAIL OR DELIVER DOCUMENTS AND THE SECRETARY OF STATE FILING FEE TO THE ABOVE ADDRESS. DOCUMENTS SHOULD BE SUBMITTED IN THE FOLLOWING ORDER. (A COVER LETTER IS NOT REQUIRED.) | |
| | 1. This Transmittal Form. | |
| | 2. The original and one copy of the Articles of Incorporation. | |
| | 3. A filing fee of \$80.00 payable to Secretary of State. Filing fees are non-refundable. | |
| | NOTE: DO NOT submit this form if you are changing the name of an existing corporation. | |
| | I understand that the information on this form will be entered in the Secretary of State business registration database. I certify that a Notice of Incorporation or a Notice of Intent to Incorporate with a pre-filing fee of \$40.00 has been or will be mailed or delivered to the authorized newspaper as required by law. | |
| | Authorized Signature | |
| | Date | |

Registered agent, officer, entity status information is available on the internet.
VISIT US ON THE INTERNET AT THE ADDRESS LISTED BELOW.

EXHIBIT "C"

Technical Ability

BOB SMITH

Executive Vice President of R&D and Technology

Bob Smith, 52, graduated from Columbia Commercial College in 1968 with an Associate degree in Data Processing. Upon graduating, he took a position with the First Computer Center and wrote a Demand Deposit application for the banking industry. After First Computer Center, he left to form his own company to develop and install banking software and provide training on how to use the new computer processing methods. In 1984, after installing software in many banks all over the country, he sold his company and took a one-year sabbatical. In 1986, Mr. Smith formed a new company (High Technology Liquidators) to manufacture and sell micro computers to TV and Catalog resellers such as Home Shopping, Damark, Fngerhut and Convenience Value Network to name a few. Starting in 1955, he began writing a software application for the prepaid cellular phone industry. Mr. Smith helped form Global TeleLink Services, Inc., to develop, build, deploy and operate next generation digital telephone switches providing low cost telephone service.

TODD BURT

Director Research and Development

Todd Burt, 47, attended Virginia Polytechnic Institute in Blacksburg, V.A. for 2 years prior to entering the telecommunications industry. From 1972 thru 1983 he designed, built and installed customer telephony circuits for the burgeoning interconnect industry. In 1983, he was offered the position of Operations Manager for the telecommunications giant, Ericsson, where he managed a team of 9 people providing services throughout New York, New Jersey and Connecticut. With over ten years in the industry, he was recruited by NEC in 1985 to be part of their corporate technical training team to develop and deliver a curriculum designed for technicians installing the NEC telephony product. In 1989 Spring was expanding their technical sales training organization and offered Mr. Burt the opportunity to relocate to Atlanta, Georgia, and be part of this growing company. He continued in this position until 1995 when Executone offered him the position of Southeast Regional Product Manager whose responsibility was training and supporting the Executone sales force. In 1996, he became Southeast District Sales Manager for Natural MicroSystems where he developed OEM relationships with manufacturers of various telecommunications products. Mr. Burt comes to Global TeleLink Services, Inc. with an extensive technical background in the voice and data industries.

JIM JORDAN

Director of National Sales and Marketing

Jim Jordan is a former president and chief executive officer of an Inc. Magazine Inc. 500 company, with a rapid growth of 611%. Growing The Majestic Group, Inc. from a start up to a major player in the home electronics and communications industry.

Jim has highly advanced experience and knowledge in the communications industry with an extensive background in communications network technology.

Jim has been the founder and creator of successful businesses on the cutting edge of technology. Satellite USA was created in the early 1980's and became one of the largest retailers of home satellite systems receiving awards from Uniden and Panasonic as a top 30 dealer out of 5000 dealers nationwide. In 1989, Jim founded a speaker company that became a supplier of speaker systems on an OEM basis to companies such as KRACO, Altac-Lansing and Casio.

In addition to his success in business, Jim worked for two presidents of the United States of America. He was a key advance man for the Jimmy Carter presidential campaign of 1976, traveling throughout the United States as a liaison between the campaign and state and local officials. In 1980, Jim worked in an advisory capacity to the Ronald Reagan presidential campaign.

In 1976, Jim was selected as one of the 100 outstanding young men in America, as well as serving in a number of elected officers in the Jaycees.

Jim has spoken at many conferences and seminars throughout the country and is well known for his motivational and leadership abilities.

Jim has a degree in Criminal Law from Chattahoochee Valley State College and a Business Administration degree from Southwestern University.

ROBERT A. FISAK

Director of International Business

Robert Fisak is a former Special Agent of the United States Secret Service and retired with over twenty years of service. His permanent assignments were with the Office of Investigations and the Office of Protective Operations. During his career, he specialized in protective operations and intelligence. His intelligence assignments included threat assessment, threat suppression and special investigations. His protective responsibilities included the protection of Presidents Ford, Carter, Reagan, Bush and Clinton, their Vice Presidents and their families in the United States and abroad.

Assignments have taken him all over the world where he used his expertise in many different cultural environments. Some of these assignments were over extended periods involving interaction with personnel of the Department of State and other Government agencies as well as foreign dignitaries and officials.

Before his career with the Secret Service, Robert was a Special Agent for the Board of governors of the Federal Reserve System in Washington, D.C. He implemented and directed the personal protection program for Dr. Burns, Chairman of the FRB. Additionally, he supervised security for the Federal Open Market Committee and other Federal Reserve functions both in the United States and overseas.

He retired from the Secret Service in 1996 and founded The Hunter Group, Inc. in Atlanta, Georgia. The Hunter Group, Inc. is a security-counseling firm that provides investigative support to the legal, accounting, financial and business communities. Personal and asset protection are provided to both individuals and business entities. The scope of services is provided within the United States or abroad. The Group's goal to provide a product based on knowledge and experience within a delivery system which is both timely and cost effective while adding value to its project.

His other skills include a proficiency in German; extensive experience with foreign national and diplomats in the United States, security for major events; logistics and training.

EXHIBIT “E”

**Equipment Facilities
Utilized by Applicant**

Applicant requests authority to provide intrastate, interexchange and local voice and high-speed data services throughout Illinois. Applicant intends to purchase unbundled network elements, including copper loops and to collocate equipment in central offices of other carriers or its own locations and to resell local exchange voice and data services. Applicant presently operates (at its facility located at 6600 Peachtree-Dunwoody Road, 600 Embassy Row, Suite 480, Atlanta, Georgia 30328) a T1 switch with propriety modifications known as the "Global Gateway." Global's modifications to the T1 consists of the addition of programming features and DSP (Digital Signal Processors) cards and computer ports which permit Global to transform voice telephony transmission to packet data for digital transmission.

In addition to the facilities described in the preceding paragraph, Global may also develop additional facilities to be collocated in central offices and/or at Global's own locations. Initially, Global will lease additional facilities to connect the facilities in its own locations or collocated equipment with unbundled loops that it will purchase from the incumbent local exchange carrier in each service area.

Applicant seeks statewide authority.